

**NOTICE OF
AN EXTRAORDINARY GENERAL MEETING IN
SPOTLIO AS**
(business reg. no.: 916 539 754)

An extraordinary general meeting of shareholders of Spotlio AS (the "**Company**") will commence at the following place and time:

Date: 11 March 2025

Time: 10:00 CET

Place: The meeting will be held electronically via Microsoft Teams.

Registration for the general meeting must be made in accordance with the instructions below:

Shareholders who wish to participate electronically at the meeting must send an e-mail to james.price@spotlio.com within 7 March 2025 at 16:00 hours (CET) and provide the e-mail address to which the invitation to the Microsoft Teams meeting shall be sent. If a shareholder wishes to attend by proxy (cf. the section below), the shareholder must provide the e-mail address of the proxy holder, unless the proxy is given to the chair of the board of directors (the "**Board**"). Shareholders that have registered their attendance for the general meeting within the deadline and provided their e-mail address pursuant to the instruction above will receive an e-mail containing a link to the meeting in Microsoft Teams from the Company. If the shareholder does not send its e-mail address to the Company, the shareholder will not be able to participate electronically at the meeting.

Proxies to be used by shareholders who do not have the opportunity to participate personally are attached to this notice as Appendix 2 (without voting instructions) and Appendix 3 (with voting instructions). Hereunder, the Board encourages all shareholders who want to participate, to do this through a proxy to the chair of the Board or another shareholder, in order to limit the number of participants at the general meeting for the purpose of minimising the risk of challenges in counting of votes in Teams and to facilitate an orderly and efficient general meeting.

If the shareholder will be represented in the general meeting by proxy, the attorney-in-fact must enrol by registering on the abovementioned link.

The Board has proposed the following agenda:

1. Opening of the general meeting by the chair of the Board, Mr. Marc Bigas Bachs. Registration of meeting shareholders
2. Election of a meeting chairperson and person to co-sign the minutes together with the chairperson
3. Approval of the notice and the agenda
4. Approval of options grant to employees
5. Authorization to the Board on share capital increase to fulfil the Company's incentive programs

The shares of the Company, attendance and voting

At the date of this notice, the Company's share capital is NOK 3,942,804.26, divided on 197,140,213 shares, each having a par value of NOK 0.02.

Each share is entitled to one vote. There are no limitations for voting rights set out in the articles of association, however, no voting rights may be exercised for the Company's own shares (treasury shares) or for shares held by the Company's subsidiaries.

Shareholders are generally entitled to attend and vote at the general meeting when their acquisition of shares has been entered in the Norwegian central securities depository, Euronext Securities Oslo (the "**VPS**"), by no later than five (5) business day prior to the general meeting (i.e. 4 March 2025, the "**Record Date**").

Shares held on nominee account

If shares are held through a nominee in the VPS, cf. section 4-4 of the Norwegian Private Limited Liability Companies Act (the "**Companies Act**"), this notice will be sent to the nominee who shall pass on the notice to the beneficial owner. Shareholders holding shares registered in a nominee account who wish to participate at the general meeting, must then notify the Company thereof by e-mail to james.price@spotlio.com. Such notification must be received by the Company at the latest two (2) business days prior to the general meeting, i.e. no later than 16:00 CET on 7 March 2025. It is not a requirement to have shares transferred to a securities account in the beneficial owner's own name in order to vote at the general meeting.

Enrolment for the general meeting must be made in accordance with the instructions included on the first page of the notice.

Shareholders' rights

The shareholders have certain statutory rights in connection with the general meeting, including:

The right to attend the meeting, either in person or by proxy, the right to speak at the meeting, the right to be assisted by an advisor and to give the advisor the right to speak, the right to have the Board members and the chief executive officer to provide information regarding (1) the annual report and annual accounts, (2) other issues on the agenda and (3) the Company's financial position and other matters to be considered by the general meeting, save for the exemptions provided by section 5-15 of the Companies Act. The shareholders are also entitled to propose resolutions to the items on the agenda.

Furthermore, the shareholders have the right to have proposals addressed by the general meeting if the shareholder has notified in writing no later than 21 days before the general meeting, provided that the proposal for a resolution or an explanation of the reasons why the item is proposed for the agenda is presented within said time limit.

Decisions regarding voting rights for shareholders and proxy holders are made by the person opening the general meeting, whose decisions may be reversed by the general meeting by simple majority vote.

Oslo, 25 February 2025

Marc Bigas Bachs
Chair of the Board

Attachments:

1. Information on agenda matters no. 4 and 5
2. Proxy without voting instructions
3. Proxy with voting instructions

ATTACHMENTS TO THE NOTICE

Attachment no. 1: Information on agenda matters no. 4 and 5

Matter no. 4: Approval of options grant to employees

The Board proposes the award of 50,000 options to employees under the November 2021 Option Plan. Participants will only be entitled to acquire shares on basis of vested options to the extent the Board at the time options are exercised has either a mandate to increase the share capital to fulfil the Company's incentive programs or a mandate to acquire own shares to fulfil the Company's incentive programs or has own shares which may be used for the purpose. To the extent the Company cannot deliver shares, the participant's right shall change as provided for in the November 2021 Option Plan to payment in cash equal to the net value of the options at the time.

The Board proposes that the general meeting passes the following resolution:

"The Board may award up to 50,000 options, equal to approx. 0.02% of the outstanding shares, which shall be governed by the November 2021 Option Plan."

Matter no. 5: Authorisation to the Board on share capital increase to fulfil the Company's incentive programs

The Board proposes that the general meeting approves an authorization for the Board on share capital increase to fulfil the Company's obligation to deliver new shares to participants in the Company's incentive programs.

The Board currently has a valid authorization to increase the share capital of the Company, on one or several occasions, with up to NOK 60,000 (3,000,000 new shares), until the annual general meeting in 2025, however no longer than 31 October 2025, as approved by the annual general meeting held on 12 September 2024. The proposed new authorization will be in addition to the said existing authorization.

The Board proposes that the general meeting adopts the following resolution:

1. "The board of directors (the "**Board**") is hereby granted authorization to increase the share capital of Spotlio AS (the "**Company**"), on one or several occasions, with up to NOK 60,000 (3,000,000 new shares), equivalent to approx. 1.52% of the registered share capital at the time of this resolution.
2. The authorization may be used to issue shares to employees or former employees of the Company and its subsidiaries in accordance with option and share schemes approved by the Board.
3. The authorization shall remain in force until the annual general meeting in 2025, however not beyond 31 October 2025.
4. The pre-emptive right of the shareholders to subscribe to shares may be set aside.
5. The authorization covers capital increases in exchange for non-cash payment or a right to charge the Company with special obligations pursuant to section 10-2 of the Norwegian Private Limited Liability Companies Act.
6. The authorization does not cover merger decisions according to section 13-5 of the Norwegian Private Limited Liability Companies Act.
7. This authorization shall apply in addition to the authorization to increase the share capital to fulfil the Company's incentive schemes approved by the annual general meeting on 12 September 2024.

If the above authorization does not obtain the necessary 2/3 support at the general meeting, the Board intends to amend the proposal in order to increase the likelihood of getting the necessary support.

Attachment no. 2: Proxy without voting instructions

If you do not attend Spotlio AS' extraordinary general meeting personally, you may grant proxy to another individual.

The proxy must be sent to Spotlio AS by e-mail to james.price@spotlio.com (scanned form) no later than 7 March 2025 at 16:00 CET.

The proxy must be dated and signed in order to be valid.

If you leave the "Name of the proxy holder" blank, the proxy will be given to the chair of the Board, or an individual authorized by him.

The undersigned shareholder in Spotlio AS hereby grants (tick one of the two):

- The chair of the Board (or person authorized by him), or
- _____
Name of proxy holder (in capital letters)

proxy to attend and vote for my/our shares at the extraordinary general meeting of Spotlio AS to be held on 11 March 2025.

This power of attorney is granted on this _____ day of _____2025 and shall remain in force until the extraordinary general meeting has been held.

Signature: _____
(if the shareholder is a legal entity, then this power of attorney should be signed by a legal representative of the legal entity)

Shareholder: _____
(in capital letters)

Attachment no. 3: Proxy with voting instructions

If you do not attend Spotlio AS' extraordinary general meeting in person, you may use this proxy form to give voting instructions.

Proxies with voting instructions can only be registered by Spotlio AS and must be sent by e-mail to james.price@spotlio.com (scanned form) no later than 7 March 2025 at 16:00 CET.

The proxy with voting instructions must be dated and signed in order to be valid.

If you leave the "Name of the proxy holder" blank, the proxy will be given to the chair of the Board, or an individual authorized by him.

The undersigned shareholder in Spotlio AS hereby grants (tick one of the two):

The chair of the Board (or person authorized by him), or

Name of proxy holder (in capital letters)

proxy to attend and vote for my/our shares at the extraordinary general meeting of Spotlio AS to be held on 11 March 2025.

The votes shall be exercised in accordance with the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

| Agenda for the extraordinary general meeting on 11 March 2025 | | For | Against | Abstention |
|---|--|--------------------------|--------------------------|--------------------------|
| 1. | Opening of the general meeting by the chair of the Board, Mr. Marc Bigas Bachs. Registration of meeting shareholders | - | - | - |
| 2. | Election of a meeting chairperson and person to co-sign the minutes together with the chairperson | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | Approval of the notice and the agenda | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. | Approval of options grant to employees | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. | Authorization to the Board on share capital increase to fulfil the Company's incentive programs | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

This power of attorney is granted on this _____ day of _____ 2025 and shall remain in force until the extraordinary general meeting has been held.

Signature: _____

(if the shareholder is a legal entity, then this power of attorney should be signed by a legal representative of the legal entity)

Shareholder: _____

(in capital letters)